

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **2003-02-10**
SEC Accession No. **0000909654-03-000152**

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SUBJECT COMPANY

BERKSHIRE HILLS BANCORP INC

CIK: **1108134** | IRS No.: **043510455**
Type: **SC 13G/A** | Act: **34** | File No.: **005-60595** | Film No.: **03547439**
SIC: **6036** Savings institutions, not federally chartered

Mailing Address
24 NORTH ST
PITTSFIELD MA 01201

Business Address
24 NORTH ST.
PITTSFIELD MA 01201
4134435601

FILED BY

BERKSHIRE HILLS FOUNDATION

CIK: **1134068** | IRS No.: **043521179** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G/A**

Mailing Address
C/O BERKSHIRE HILLS
BANCORP INC
24 NORTH STREET
PITTSFIELD MA 01201

Business Address
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BANCORP INC
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PITTSFIELD MA 01201
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2) *

Berkshire Hills Bancorp, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

084680107

(CUSIP Number)

December 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1 (b)
- Rule 13d-1 (c)
- Rule 13d-1 (d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 084680107

1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).
Berkshire Hills Foundation

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a) /__/

(b) /__/

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

5. SOLE VOTING POWER
568,427

6. SHARED VOTING POWER
0

7. SOLE DISPOSITIVE POWER
568,427

8. SHARED DISPOSITIVE POWER
0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
568,427

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
9.3% of 6,117,134 shares of Common Stock outstanding
as of December 31, 2002.

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
CO

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BERKSHIRE HILLS FOUNDATION

SCHEDULE 13G/A

ITEM 1.

(a) Name of Issuer:

Berkshire Hills Bancorp, Inc.

(b) Address of Issuer's Principal Executive Offices:

24 North Street
Pittsfield, Massachusetts 01201

ITEM 2.

(a) Name of Person Filing:

Berkshire Hills Foundation

(b) Address of Principal Business Office or, if none, Residence:

24 North Street
Pittsfield, Massachusetts 01201

(c) Citizenship:

Delaware

(d) Title of Class of Securities:

Common Stock, par value \$0.01 per share

(e) CUSIP Number:

084680107

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.SS.240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS:

Items (a)-(j) are not applicable.

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ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 568,427

(b) Percent of class: 9.3%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 568,427
Pursuant to the Foundation's Certificate of Incorporation, the shares must be voted in the same ratio as all other shares of common stock on all proposals considered by stockholders.

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 568,427
The gift instrument places certain limits on the amount of common stock that can be disposed of by the Foundation in any one year.

(iv) Shared power to dispose or to direct the disposition of: 0

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

N/A

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

N/A

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

N/A

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ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

N/A

ITEM 10. CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2003

(Date)

/s/ Robert A. Wells

(Signature)

Robert A. Wells
Chairman and Principal Executive

(Name/Title)

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